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RESPONSE DEADLINE: January 27, 2011 at 4:00 pm (Eastern Time)

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Co-Lead Counsel for the Plaintiff Class in
In re Saturn L-Series Timing Chain Products Liability Litigation,
MDL No. 1920 (D. Neb.), AO9-8038-TJM (Bankr. D. Neb.)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:
F/K/A General Motors Corp., <i>et al.</i> ,	:
	:
Debtors.	:
-----X	

Chapter 11 Case No.:
09-50026 (REG)
(Jointly Administered)

DECLARATION OF MICHAEL A. SCHWARTZ IN SUPPORT OF THE SATURN PLAINTIFFS' MEMORANDUM OF LAW IN OPPOSITON TO DEBTORS' OBJECTION TO PROOFS OF CLAIM NOS. 16440 and 16441

I, Michael A. Schwartz, hereby declare as follows:

1. I am a partner with the law firm of Horwitz, Horwitz & Paradis, Attorneys at Law, court-appointed co-lead counsel for the Saturn Plaintiff Class in *In re Saturn L-*

Series Timing Chain Products Liability Litigation, MDL No. 1920 (D. Neb.), AO9-8038-TJM (Bankr. D. Neb.), and counsel of record for Saturn Plaintiffs William Anderson, Jeremy Bauer, Antonio Burgos, Jennifer Cardwell, Amy Faust, Jesus Leal, Jeanne Menzer, Charles Reid and Cynthia Scott (collectively, the “Saturn Plaintiffs”). I submit this declaration in support of the Saturn Plaintiffs’ Memorandum of Law in Opposition to Debtors’ Objection to Proofs of Claim Nos. 16440 and 16441. I have personal knowledge of the matters set forth herein, and, if called upon, I could and would competently testify thereto.

2. Attached as **Exhibit A** are true and correct copies of Proofs of Claim 16440 and 16441 and the corresponding Proof of Claim Attachment and Exhibits Thereto.

3. Attached as **Exhibit B** are true and correct copies of the Claim Capping Letters with respect to Proofs of Claim 16440 and 16441.

4. Attached as **Exhibit C** is a true and correct copy of the Declaration of Thomas Read, Ph.D., in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors’ Objection Thereto.

5. Attached as **Exhibit D** is a true and correct copy of the Declaration of Plaintiff William Anderson in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors’ Objection Thereto.

6. Attached as **Exhibit E** is a true and correct copy of the Declaration of Plaintiff Antonio Burgos in Support of the Saturn L-Series Timing Chain Products Liability

Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

7. Attached as **Exhibit F** is a true and correct copy of the Declaration of Plaintiff Jennifer Cardwell in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

8. Attached as **Exhibit G** is a true and correct copy of the Declaration of Plaintiff Amy Faust in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

9. Attached as **Exhibit H** is a true and correct copy of the Declaration of Plaintiff Jesus Leal in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

10. Attached as **Exhibit I** is a true and correct copy of the Declaration of Plaintiff Jeanne Menzer in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

11. Attached as **Exhibit J** is a true and correct copy of the Declaration of Plaintiff Charles Reid in Support of the Saturn L-Series Timing Chain Products Liability Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

12. Attached as **Exhibit K** is a true and correct copy of the Declaration of Plaintiff Cynthia Scott in Support of the Saturn L-Series Timing Chain Products Liability

Litigation Class Claim Nos. 16440 and 16441 and in Opposition to Debtors' Objection Thereto.

13. Attached as **Exhibit L** is a true and correct copy of Horwitz, Horwitz & Paradis, Attorneys at Law, Firm Resume.

14. Attached as **Exhibit M** is a true and correct copy of Shepherd, Finkelman, Miller & Shah's Firm Resume.

I declare under penalty of perjury under the laws of the State of New York and the United States of America that the foregoing is true and correct. Executed this 27th day of January 2011 at New York, New York.

/s/ Michael A. Schwartz
Michael A. Schwartz